

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
DIGITAL MEDIA SOLUTIONS, INC., <i>et al.</i> , ¹)	Case No. 24-90468 (ARP)
)	
Debtors.)	(Jointly Administered)
)	

**CERTIFICATE OF COUNSEL
REGARDING DEBTORS' EMERGENCY
MOTION FOR ENTRY OF INTERIM AND FINAL
ORDERS (I) AUTHORIZING THE DEBTORS TO
(A) OBTAIN POSTPETITION FINANCING AND (B) USE
CASH COLLATERAL, (II) GRANTING SENIOR SECURED
PRIMING LIENS AND SUPERPRIORITY ADMINISTRATIVE
EXPENSE CLAIMS, (III) GRANTING ADEQUATE PROTECTION TO
PREPETITION SECURED PARTIES, (IV) MODIFYING THE AUTOMATIC STAY,
(V) SCHEDULING A FINAL HEARING, AND (VI) GRANTING RELATED RELIEF**

[Relates to Docket Nos. 18, 66, 180]

Pursuant to the *Procedures for Complex Chapter 11 Cases in the Southern District of Texas* (the "Complex Rules"), the undersigned counsel for the above-captioned debtors and debtors in possession (collectively, the "Debtors") certifies as follows:

1. On September 12, 2024, the Debtors filed the *Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Senior Secured Priming Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection to Prepetition*

¹ A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors' claims and noticing agent at <https://omniagentsolutions.com/DMS>. The location of Debtor Digital Media Solutions, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 4800 140th Avenue North, Suite 101, Clearwater, Florida 33762.

Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [Docket No. 18] (the “DIP Motion”).

2. On September 13, 2024, the United States Bankruptcy Court for the Southern District of Texas entered the *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Senior Secured Priming Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief* [Docket No. 66] (the “First Interim Order”), granting the relief sought in the DIP Motion on an interim basis.

3. Pursuant to the First Interim Order, the deadline for parties to file objections and responses to the final approval of the DIP Motion was October 2, 2024, at 4:00 p.m. (prevailing Central Time), except with respect to the Official Committee of Unsecured Creditors (the “Committee”), which deadline was extended to October 14, 2024, at 3:00 p.m. (prevailing Central Time) (collectively, the “Objection Deadline”). One objection was filed on the docket by the Committee prior to the Objection Deadline [Docket No. 180] (the “Objection”). The Objection was an omnibus objection to the DIP Motion and the *Debtors’ Motion for Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling Certain Dates With Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Stalking Horse Agreement and Expense Reimbursement, (V) Establishing Notice and Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases, (VI) Authorizing the Assumption and Assignment of Assumed Executory Contracts and Unexpired Leases, (VII) Authorizing the Sale of Assets, and (VIII) Granting Related Relief* [Docket No. 22]. The Debtors, at the request of the Committee, have agreed to adjourn the hearing on entry of the final

order on the DIP Motion to November 4, 2024, at 10:00 a.m. (prevailing Central Time), and to further extend the Objection Deadline solely with respect to the Committee to November 1, 2024, at 4:00 p.m. (prevailing Central Time). As part of the agreement between the Debtors and the Committee, the Debtors are seeking entry of the Second Interim Order (as defined herein). In accordance with paragraph 45 of the Complex Rules, the undersigned counsel certifies that the attached Second Interim Order resolves all known objections and responses, including the Objection, that the Debtors received in connection with the DIP Motion.

4. Attached hereto as **Exhibit A** is a redline of the proposed *Second Interim Order* (I) *Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral*, (II) *Granting Senior Secured Priming Liens and Superpriority Administrative Expense Claims*, (III) *Granting Adequate Protection to the Prepetition Secured Parties*, (IV) *Modifying the Automatic Stay*, (V) *Scheduling a Final Hearing*, and (VI) *Granting Related Relief* (the “**Second Interim Order**”) compared to the First Interim Order. The Debtors and the Committee have consented to entry of the Second Interim Order. A clean version of the Second Interim Order is attached hereto.

5. The Debtors request that the Court enter the Second Interim Order.

[Remainder of page intentionally left blank]

Houston, Texas
Dated: October 15, 2024

/s/ John F. Higgins

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Certificate of Service

I certify that on October 15, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ John F. Higgins

John F. Higgins